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October 25, 2005

VIA CMF AND HAND DELIVERY

The Honorable Joseph J. Farnan, Jr.
United States District Court
for the District of Delaware
844 King Street
Wilmington, DE 19801

Re: Magten Asset Management Corp. (*In re: NorthWestern Corporation*)

Your Honor:

We are writing this letter on behalf of Magten and Law Debenture Trust Company of New York ("Law Debenture"). This will confirm that Magten and Law Debenture agree to the appointment of a Special Discovery Master in the matters pending before the Court. However, having consulted with Magten's Indenture Trustee and having reviewed our *ex parte* communications with Mr. Bechtle in his role as Mediator, we respectfully suggest that it would not be appropriate for Mr. Bechtle to also serve as the Special Discovery Master. In his role as Mediator, the parties need the freedom to discuss with him the strengths and weaknesses of their respective cases, matters that they might not be inclined to share with a Special Master. We, therefore, request the assignment of a different Special Master for the purposes of discovery.

Because Mr. Bechtle has been involved primarily with the appellate issues relating to fees, there will be no loss in efficiency for the proposed Special Discovery Master to become acquainted with issues relating to the fraudulent conveyance that will be the focus of discovery. Moreover, by not involving Mr. Bechtle in their discovery disputes, the parties can freely avail themselves of his services to assist with settlement efforts, if necessary.

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Counsel is available by telephone, should Your Honor have any questions.

Respectfully submitted,

Dale R. Dubé (I.D. #2863)

DRD:pb

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